

Jie (Lisa) Li (State Bar No. 260474)
 WILMER CUTLER PICKERING
 HALE AND DORR LLP
 950 Page Mill Road
 Palo Alto, CA 94304
 Telephone: (650) 858-6000
 Facsimile: (650) 858-6100
 Lisa.Li@wilmerhale.com

Michael Bongiorno (Admitted *Pro Hac Vice*)
 Timothy Perla (Admitted *Pro Hac Vice*)
 WILMER CUTLER PICKERING
 HALE AND DORR LLP
 60 State Street
 Boston, MA 02109
 Telephone: (617) 526-6000
 Facsimile: (617) 526-5000
 Michael.Bongiorno@wilmerhale.com
 Timothy.Perla@wilmerhale.com

Attorneys for TerraForm Global, Inc. and Peter Blackmore

Additional Counsel Listed on Signature Page

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

OKLAHOMA FIREFIGHTERS PENSION AND
 RETIREMENT SYSTEM,
 Plaintiff,

vs.

SUNEDISON, INC., et al.,
 Defendants.

Related Case No. 5:16-cv-02267-BLF

**STIPULATION AND ~~PROPOSED~~
 SCHEDULING ORDER**

Judge: Hon. Beth Labson Freeman

ANTON S. BADRI, *Individually and on Behalf of
 Others Similarly Situated*,
 Plaintiff,
 vs.

TERRAFORM GLOBAL, INC., et al.,
 Defendants.

Related Case No. 5:16-cv-02269-BLF

IRON WORKERS MID-SOUTH PENSION FUND,
*Individually and on Behalf of Others Similarly
Situated,*
Plaintiff,

vs.

TERRAFORM GLOBAL, INC., *et al.*,
Defendants.

Related Case No. 5:16-cv-02270-BLF

MITESH PATEL, *Individually and on Behalf of
Others Similarly Situated,*
Plaintiff,

vs.

TERRAFORM GLOBAL, INC., *et al.*,
Defendants.

Related Case No. 5:16-cv-02272-BLF

SIMON FRASER, *Individually and on Behalf of
Others Similarly Situated,*
Plaintiff,

vs.

TERRAFORM GLOBAL, INC., *et al.*,
Defendants.

Related Case No. 5:16-cv-02273-BLF-
PSG

Pursuant to Civil Local Rules 6-2(a) and 7-12, the parties, by and through their respective undersigned counsel of record, submit the following stipulation and proposed order:

WHEREAS, October 23, 2015, the action captioned *Fraser v. Wuebbels et al.* (“*Fraser*”) was filed in Superior Court of California, San Mateo County;

WHEREAS, on December 3, 2015, the action captioned *Iron Workers Mid-South Pension Fund v. TerraForm Global, Inc. et al.* (“*Iron Workers*”) was filed in the Superior Court of California, San Mateo County;

WHEREAS, on December 9, 2015, the action captioned *Badri v. TerraForm Global, Inc. et al.* (“*Badri*”) was filed in the Superior Court of California, San Mateo County;

WHEREAS, on January 4, 2016, the action captioned *Patel v. TerraForm Global, Inc. et al.* (“*Patel*”) was filed in the Superior Court of California, San Mateo County;

WHEREAS, on March 29, 2016, the action captioned *Oklahoma Firefighters Pension and Retirement System v. SunEdison, Inc. et al.* (“*Oklahoma Firefighters*”) was filed in the Superior Court of California, San Mateo County;

WHEREAS, on April 26, 2016, Defendants removed *Fraser*, *Iron Workers*, *Badri*, *Patel*, and *Oklahoma Firefighters* to federal court;

WHEREAS, on May 26, 2016, Plaintiffs moved to remand *Fraser*, *Badri*, and *Oklahoma Firefighters* to state court [*Fraser* Dkt. 23; *Badri* Dkt. 30; *Oklahoma Firefighters* Dkt. 39-40];

WHEREAS, on May 27, 2016, Plaintiffs moved to remand *Iron Workers* and *Patel* to state court [*Iron Workers* Dkt. 25-26, *Patel* Dkt. 27];

WHEREAS, on June 1, 2016, Defendants moved to transfer *Fraser*, *Iron Workers*, *Badri*, *Patel*, and *Oklahoma Firefighters* to the Southern District of New York [*Fraser* Dkt. 24-25; *Iron Workers* Dkt. 27-28; *Badri* Dkt. 31-32; *Patel* Dkt. 28-29; *Oklahoma Firefighters* Dkt. 41, 43];

WHEREAS, Plaintiffs’ motions to remand and Defendants’ motions to transfer are scheduled to be heard on October 6, 2016;

WHEREAS, Plaintiffs Fraser, Iron Workers, Badri and Patel are considering whether to request and move for the advancement of the October 6, 2016 hearing date for the pending motions for remand and to transfer;

WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Defendants' responses to the motions to remand in *Fraser*, *Badri*, and *Oklahoma Firefighters* are due by June 9, 2016, and Plaintiffs' replies are due by June 16, 2016;

WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Defendants' responses to the motions to remand in *Iron Workers* and *Patel* are due by June 10, 2016, and Plaintiffs' replies are due by June 17, 2016;

WHEREAS, pursuant to N.D. Cal. Civ. L.R. 7-3, Plaintiffs' responses to the motions to transfer are due by June 15, 2016, and Defendants' replies are due by June 22, 2016;

WHEREAS, due to the complexity of the issues raised in these multiple pending motions in multiple related cases, the parties will require additional time to fully address all issues, and do so in an organized and coordinated fashion;

WHEREAS, the parties are presently meeting and conferring over the necessary extension but have not yet agreed to the briefing schedule, and over seeking to advance the October 6, 2016 hearing date for the motions for remand and to transfer;

WHEREAS, to permit time for the meet and confer to be completed, and in light of the upcoming deadline for the parties' responses to the motions to remand and transfer, the parties have agreed to an interim extension, as set forth below, which provides: (1) Defendants have until and including June 16, 2016 to file their responses to the motions to remand; (2) Plaintiffs have until and including June 22, 2016 to file their responses to the motions to transfer; (3) Plaintiffs have until and including June 23, 2016 to file any reply in support of their motions to remand; and (4) Defendants have until June 29, 2016 to file any reply in support of their motions to transfer.

WHEREAS, the parties intend to submit a further motion on or before June 16, 2016 establishing an agreed briefing schedule for the motions to remand and transfer, and for

requesting an advancement of the October 6, 2016 hearing date;

WHEREAS, the agreed schedule will not delay any scheduled hearings;

WHEREAS, by stipulation of the parties, Defendants are not required to plead or otherwise respond to the Complaint in *Fraser, Iron Workers, Patel, or Badri* until after consolidation [*Badri v. TerraForm Global, Inc. et al.*, 15-cv-06323-BLF, Dkt. 15];

WHEREAS, the Court has previously granted Defendants' Administrative Motion to Extend Time to Respond to the Complaint in *Oklahoma Firefighters* until after the motion to remand and the motion to transfer venue are decided [*Oklahoma Firefighters* Dkt. 34];

WHEREAS, no other extensions of time have been granted in these actions;

NOW THEREFORE, the parties hereby agree and stipulate to the following interim deadlines:

1. Defendants' oppositions to Plaintiffs' motions to remand in *Fraser, Iron Workers, Badri, Patel, and Oklahoma Firefighters* shall be filed on or before June 16, 2016;
2. Plaintiffs' oppositions to Defendants' motions to transfer in *Fraser, Iron Workers, Badri, Patel, and Oklahoma Firefighters* shall be filed on or before June 22, 2016;
3. Plaintiffs' replies in support of their motions to remand in *Fraser, Iron Workers, Badri, Patel, and Oklahoma Firefighters* shall be filed on or before June 23, 2016;
4. Defendants' replies in support of their motions to transfer in *Fraser, Iron Workers, Badri, Patel, and Oklahoma Firefighters* shall be filed on or before June 29, 2016;
5. Notwithstanding the foregoing, on or before June 16, 2016, the parties may file their further motion for an extension of the briefing deadlines on the motions to remand.

1 Dated: June 7, 2016

Respectfully Submitted,

2
3 By: /s/ Ji (Lisa) Li

Jie (Lisa) Li, SBN 260474
WILMER CUTLER PICKERING
HALE AND DORR LLP
950 Page Mill Road
Palo Alto, California 94304
Telephone: (650) 858-6000
Facsimile (650) 858-6100
Lisa.Li@wilmerhale.com

8
9 Michael Bongiorno (admitted *pro hac vice*)
Timothy Perla (admitted *pro hac vice*)
WILMER CUTLER PICKERING
HALE AND DORR LLP
60 State Street
Boston, Massachusetts 02109
Telephone: (617) 526-6000
Facsimile (617) 526-5000
Michael.Bongiorno@wilmerhale.com
Timothy.Perla@wilmerhale.com

15 *Attorneys for TerraForm Global, Inc., and*
Peter Blackmore

16
17 By: /s/ Sara B. Brody

Sara B. Brody, SBN 130222
SIDLEY AUSTIN LLP
555 California Street, Suite 2000
San Francisco, California 94104
Telephone: (415) 772-1200
Facsimile: (415) 772-7400
sbrody@sidley.com

22 *Attorney for SunEdison, Inc., Ahmad Chatila,*
Brian Wuebbels, Martin Truong, Jeremy
Avenier, Emmanuel Hernandez, Antonio R.
Alvarez, Clayton Daley, Jr., Georganne
Proctor, Steven Tesoriere, James B. Williams,
and Randy H. Zwirn

26 By: /s/ Daniel H. Bookin

Daniel H. Bookin, SBN 78996
O'MELVENY & MYERS LLP

Two Embarcadero Center, 28th Floor
San Francisco, CA 94111
Telephone: (415) 984-8700
Facsimile: (415) 984-8701
dbookin@omm.com

Attorney for Alejandro Hernandez

By: /s/ Patrick D. Robbins

Patrick D. Robbins, SBN 152288
SHEARMAN & STERLING LLP
535 Mission Street, 25th Floor
San Francisco, CA 94105
Telephone: (415) 616-1210
Facsimile: (415) 616-1199
probbins@shearman.com

Adam S. Hakki (*pro hac vice* app. to be
submitted)
Daniel C. Lewis (*pro hac vice* app. to be
submitted)
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, NY 10022-6069
Telephone: (212) 848-4000
Facsimile: (646) 848-4924
ahakki@shearman.com
daniel.lewis@shearman.com

Attorneys for Underwriters

By: /s/ Ismail Ramsey

Ismail Ramsey (SBN 189820)
Katharine Kates (SBN 155534)
RAMSEY & ELRICH LLP
803 Hearst Avenue
Berkeley, California 94710
Telephone: (510) 548-3600
Facsimile: (510) 291-3060
izzy@ramsey-ehrllich.com
katharine@ramsey-ehrllich.com

Kevin J. O'Connor (Admitted *Pro Hac Vice*)
HINCKLEY ALLEN
28 State Street
Boston, MA 02109-1775
Tel: (617) 378-4190
Fax: (617) 378-4191
koconnor@hinkleyallen.com

Attorneys for Carlos Domenech Zornoza

By: /s/ Francis A. Bottini, Jr.

Francis A. Bottini, Jr., SBN 175783
Albert Y. Chang, SBN 296065
Yury A. Kolesnikov, SBN 271173
BOTTINI & BOTTINI, INC.
7817 Ivanhoe Avenue, Suite 102
La Jolla, CA 92037
Telephone: (858) 914-2001
Facsimile: (858) 914-2002
fbottini@bottinilaw.com

Attorneys for Plaintiff Anton S. Badri

By: /s/ Ex Kano Sams II

Ex Kano Sams II, SBN 192936
Lionel Z. Glancy, SBN 134180
Robert V. Prongay, SBN 270796
Lesley F. Portnoy, SBN 304851
GLANCY PRONGAY & MURRAY LLP
1925 Century Park East, Suite 2100
Los Angeles, CA 90067
Telephone: (310) 201-9150
Facsimile: (310) 210-9160
esams@glancylaw.com

J. Brandon Walker
BRAGAR EAGEL & SQUIRE P.C.
885 Third Avenue, Suite 3040
New York, NY 10022
Telephone: (212) 308-5858
Facsimile: (212) 486-0462

Attorneys for Plaintiff Simon Fraser

By: /s/ Laurence M. Rosen

Laurence M. Rosen, SBN 219683
THE ROSEN LAW FIRM, P.A.
355 South Grand Avenue, Suite 2450
Los Angeles, CA 90071
Telephone: (213) 785-2610
Facsimile: (213) 226-4684
lrosen@rosenlegal.com

Attorneys for Plaintiff Mitesh Patel

By: /s/ Jennifer N. Caringal

Jennifer N. Caringal, SBN 286197
Darren J. Robbins, SBN 168593
James I. Jaconette, SBN 179565
Scott H. Saham, SBN 188355
ROBBINS GELLER RUDMAN & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: (619) 231-1058
Facsimilie: (619) 231-7423

Dennis J. Herman, SBN 220163
David W. Hall, SBN 274921
ROBBINS GELLER RUDMAN & DOWD LLP
Post Montgomery Center
One Montgomery Street, Suite 1800
San Francisco, CA 94104
Telephone: (415) 288-4545
Facsimilie: (415) 288-4534

*Attorneys for Plaintiff Oklahoma Firefighters
Pension and Retirement System*


By: /s/ Jay N. Razzouk

Jay N. Razzouk, SBN 258511
Brian J. Robbins (190264)
George C. Aguilar (126535)
ROBBINS ARROYO LLP
600 B Street, Suite 1900
San Diego, CA 92101
Telephone: (619) 525-3990
Facsimile: (619) 525-3991
jrazzouk@robbinsarroyo.com
brobbins@robbinsarroyo.com
gaguilar@robbinsarroyo.com

*Attorneys for Plaintiff Iron Workers Mid-South
Pension Fund*

1 **PURSUANT TO STIPULATION, IT IS SO ORDERED.**

2 Dated: R } ^ Å Æ Ç Î


Honorable Beth Labson Freeman
UNITED STATES DISTRICT JUDGE